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Counsel for DIRECTV, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	Chapter 11
CIRCUIT CITY STORES, INC.,)	
et al.,)	Case No. 08-35653-KRH
)	
Debtors.)	Jointly Administered
_____)	

**LIMITED OBJECTION TO CONFIRMATION
OF DEBTORS' PLAN**

DIRECTV, Inc. ("DIRECTV") objects to confirmation of the plan of liquidation filed by the Debtors on August 24, 2009 [Docket No. 4614] and amended on September 22, 2009 [Docket No. 5030] (the "Plan"), to the extent the Plan may be interpreted to affect the rights asserted by DIRECTV in the Motion of DIRECTV, Inc. for Relief From the Automatic Stay to Effect Setoff and Memorandum of Points and Authorities in Support Thereof, filed February 11, 2009 [Docket No. 2082] (the "Motion"), including, without limitation, its setoff and recoupment rights. DIRECTV and the Debtors have substantially agreed upon a resolution of the issues raised in the Motion and certain related matters, the documentation of which is currently pending.

ACCORDINGLY, DIRECTV requests that the Court deny confirmation of the Plan unless language substantially similar to the following is added to the Plan: "Notwithstanding

anything in this Plan to the contrary, nothing in this Plan shall affect or impact the rights asserted by DIRECTV, Inc. (“DIRECTV”) in the Motion of DIRECTV, Inc. for Relief From the Automatic Stay to Effect Setoff and Memorandum of Points and Authorities in Support Thereof [Docket No. 2082], including, without limitation, any of DIRECTV’s rights of setoff or recoupment.”

DIRECTV, INC.

By: */s/ W. Alexander Burnett*

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true copy of the foregoing Limited Objection to Confirmation of Debtors' Plan filed by DIRECTV, Inc. was served this 16th day of November, 2009, on all necessary parties electronically by ECF, was sent by electronic mail to circuitcityservice@mcguirewoods.com and project.circuitcity@skadden.com, and was sent by first class mail, postage prepaid, to the entities at the addresses indicated below:

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DIRECTV, INC.

/s/ W. Alexander Burnett

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